



BYLAWS

EASTERN ARIZONA COUNTIES ORGANIZATION

ARTICLE I

Name and Definitions

Section 1. Name. The organization shall be known as the Eastern Arizona Counties Organization (ECO).

Section 2. Definitions. This section to be reserved for future use.

ARTICLE II

Statement of Purpose

The purpose of the organization shall include, but not be limited to the following:

Section 1. To implement to the fullest extent practicable the Procedures for Arizona Single Point of Contact Review Process According to Presidential Executive Order 12372 (Exhibit A) and any other lawfully executed cooperative agreement which provides the member Counties with the means to exercise a more effective and unified political force on public land management issues affecting the Counties.

Section 2. In order to be effective in accomplishing the purpose stated in Section 1, ECO shall to the greatest extent practicable provide to the member Counties a clearinghouse of technical, scientific, social, cultural and economic information and advice to the individual counties for more effective interaction in the decision making process with federal and state agencies. In this regard ECO will assist the Counties in procuring professional services for studies and other activities as may be required to fulfill the needs of the member Counties.

Section 3. In order to be effective in accomplishing the purpose stated in Section 1, ECO shall to the greatest extent practicable engage with all relevant federal, state and local governments and other partners or entities as decided by the Board of Directors, in cooperation, coordination, collaboration and other forms of participation, such as but not limited to attending meetings, securing membership in organizations and groups, producing written comments, executing Memorandums of Understanding, obtaining Cooperating Agency status, executing Stewardship Agreements or similar agreements or contracts, supporting actions, objecting or appealing actions, if necessary litigating actions, and in general taking all necessary actions as may be deemed necessary by the Board of Directors to further the purpose of ECO.

Section 4. In addition to the purpose stated in Section 1, ECO, by vote of the Board of Directors may identify from time to time additional purposes and objectives and take all necessary actions to further such purposes and objectives.

ARTICLE III

Board of Directors

Section 1. General Powers. The Board of Directors shall have only those powers necessary to carry out the management, business, and affairs of the organization and such other powers as are necessary and incidental to the performance of ECO not in conflict with the Intergovernmental Agreement (Exhibit B), these Bylaws, and the laws of this State.

Section 2. Board of Directors. The Board of Directors shall consist of Directors appointed by the County Members. Each County shall appoint two Directors; one shall be a member of each County's Board of Supervisors, and one shall be a County staff member appointed by each County, generally the County Manager or County Administrator.

Section 3. Appointment and Term of Office. Each Director will serve at the discretion of each individual county Board of Supervisors.

Section 4. Voting. Each Member County has one vote which will be cast by the Supervisor Member when in attendance. When the Supervisor Member is not in attendance, the other Director appointed by the County, generally the County Manager or County Administrator, will cast the County vote. Board decisions will be made by majority vote of the Counties represented by duly appointed officials at any meeting.

Section 5. Meetings. The Board of Directors may provide by resolution the time and place, either within or without the State of Arizona, for holding regular meetings of the Board. Unless otherwise specified by resolution of the Board, the Board shall meet at the call of the Chair. Telephone and electronic meetings such as but not limited to video conference or webcast, are allowed, provided they are notified and conducted in compliance with the requirements of the Arizona Open Meeting Laws.

Section 6. Special Meetings of the Board. A special meeting of the Board of Directors may be called by or be held at the request of the Chair or of any five Directors. Any place within the State of Arizona may be designated, or a telephone or electronic meeting such as but not limited to video conference or webcast may be held, by the calling authority as the manner for holding such special meeting.

Section 7. Quorum. A majority of the Counties in representation shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Counties are present at such meeting, a majority of the Counties present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be necessary to determine a motion, unless the act of a greater number is required by law or by these Bylaws.

Section 9. Compliance with Arizona Open Meeting Law. All meetings and notices thereof shall be subject to and conducted in accordance with the Arizona Open Meeting Laws. Notice of all meetings, including agendas shall be posted at the office of the Board of Supervisors of each Member County not less than twenty-four (24) hours prior to the meeting.

Section 10. Electronic attendance. The Directors may attend the Board of Directors meetings in person or by telephone or electronic means such as but not limited to video conference or webcast, if available, that comply with the requirements of the Arizona Open Meeting Laws.

ARTICLE IV

Officers and Staff

Section 1. Board of Directors. The Officers shall consist of a Chair, Vice Chair, Secretary / Treasurer, who shall have authority to act in those circumstances and on those matters as directed by the Board.

Section 2. Term of Office. Each Officer of the Board of Directors shall serve for a period of one year or until her or his successor is duly elected and qualified. New officers shall be elected at the first meeting of the calendar year.

Section 3. Duties of Officers. The Officers shall have the following powers and duties:

Subd. 1. Chair. The Chair shall preside at all meetings of the Board of Directors of ECO. The Chair shall perform the usual duties of the Chair and may speak for and on behalf of the organization when so instructed by the Board. The Chair, with the concurrence of the Board, shall make all committee appointments and shall be an ex officio member of all committees. The Chair may sign, with the Secretary/Treasurer or any other proper officer of the organization authorized by the Board of Directors, any documents which the Board of Directors has authorized to be executed. And in general the Chair shall perform all duties incidental to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

Subd. 2. Vice Chair. In the absence of the Chair, or in the event of the Chair's inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned to the Vice Chair by the Chair or by the Board of Directors.

Subd. 3. Secretary/Treasurer. The Secretary/Treasurer will be appointed from the County acting as the fiscal agent of ECO under the IGA. The Secretary/Treasurer shall attend all meetings of the Board of Directors and shall preserve in books of the organization true minutes of the proceedings of all such meetings. The Secretary/Treasurer shall give all notices required by statute, Bylaws, or resolution. The fiscal agent shall have custody of ECO funds and shall keep an accurate account of all receipts and disbursements, and shall maintain all monies in a separate fund in the Treasurer's Office of the County acting as fiscal agent. With the agreement of the Board, the Secretary/Treasurer may delegate to the Executive Director the attending of all meetings of the Board of Directors on the Secretary/Treasurer's behalf, preserving in books of the organization true minutes of the proceedings of all such meetings and giving all notices required by statute, Bylaws, or resolution.

Section 4. Management Action by the Chair and Vice Chair. The Chair and Vice Chair, collectively or individually, shall from time to time provide directives to the Executive Director to carry out all necessary actions to implement the purpose of ECO and implement the directives received from the Board of Directors. Emergency action may be taken by the Chair and Vice Chair, collectively or individually, to provide directives to the Executive Director to carry out the purpose of ECO.

Section 5. Executive Director. The Board of Directors may hire an Executive Director as professional staff for ECO. The Executive Director may be an employee of the County that serves as fiduciary agent for ECO but will report exclusively to the Board of Directors of ECO, the Chair and Vice Chair. The Executive Director shall receive instructions from the Board of Directors and from the Chair and Vice Chair. The Executive Director is authorized to take all necessary actions to carry out the purpose of ECO and implement the directives received from the Board of Directors, the Chair and Vice Chair.

ARTICLE V

Contract, Checks, Deposits, and Funds

Section 1. Contracts. The Board of Directors may authorize in compliance with the IGA any officers, agent or agents of the organization to enter into any contract or agreement or execute and deliver an instrument in the name of or on behalf of ECO and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All warrants, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of ECO shall be payable by the fiscal agent and in such manner as customarily used by the fiscal agent .

Section 3. Funds. Any funds which may come in this organization or be subject to its control for its use in furthering and promoting the aims and purposes of ECO or its policies shall be received, disbursed, controlled and accounted for by the Secretary/Treasurer and the fiscal agent.

Section 4. Money Commitment. The amount of financing will be set from time to time on an individual project basis and/or may be provided for by the payment of dues on an annual basis as requested by the Board of Directors. Any action that shall involve a commitment to contribute funds to any program or project of the organization, or a commitment to pay annual dues shall be ratified by each Member County to be binding on it.

ARTICLE VI

Amendment to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted in the following manner:

Section 1. These Bylaws may be added to or amended after being proposed for addition or amendment by the Board of Directors and said addition or amendment being approved by all Counties.

Section 2. Notice of proposal of new Bylaws or an amendment to an existing Bylaw stating the purpose of each new proposed Bylaw or amendment, the reason therefor and a copy of the proposed new Bylaw or amendment shall be sent by the Secretary/Treasurer or Executive Director, by mail or email, to each member of the Board prior to the next scheduled meeting of the Board.

Section 3. After a new Bylaw or an amendment to an existing Bylaw has been proposed as herein provided, such new Bylaw or amendment may be approved for presentation to the Counties by a vote representing the concurrence of two-thirds of the Board membership provided that proper notice has been given. The new Bylaw or amendment shall be sent to all Counties for approval.

Section 4. Such addition or amendment to an existing Bylaw when duly approved by all Counties shall go into immediate effect following its adoption unless otherwise provided.

ARTICLE VII General Provisions

Conduct of Meetings. The procedures of Robert's Rules of Order shall be used to conduct all meetings.

ARTICLE VIII Other Provisions

Section 1. Addition of New Member(s). New County Member(s) may be added to ECO upon majority vote of the Board of Directors in a meeting during which all County Members are represented and take part in the vote, provided that the candidate New County Member(s) make(s) the request by decision of their/its Board of Supervisors to join ECO.

Section 2. One year provisional membership. New County Member(s) joining ECO will join initially for a period of one year, in order for the New County Member(s) and existing County Members to develop their new relationship. Upon the completion of the one year provisional membership, the New County Member(s) will be requested to confirm their/its desire to remain in ECO, and the other County Members will be required to confirm by majority vote the permanent addition of the New County Member(s) to ECO.

Section 3. Revenues. The annual appropriation requested by ECO from the Arizona Legislature based on the annual ECO Plan for Receipt and Expenditure of Monies for County Environmental Programs Impacting Economic Development may be disbursed directly to ECO, or may be disbursed in installments to the County Members. In any case, the annual ECO appropriation shall be considered the property of ECO and, if disbursed in installments to the County Members, shall be transferred to ECO by the County Members regardless of the County Members' engagement in the work of ECO. Other revenues will be treated in a similar manner.

ACCEPTED, APPROVED AND ADOPTED BY EACH COUNTY BY RESOLUTION ON THE DATE INDICATED BELOW.

Supervisor Tom White
Appointed to represent Apache County

Attest: Delwin Wenger
Clerk of Apache County Board

Date

Supervisor Tommie Martin
Appointed to represent Gila County

Attest: Marian Sheppard
Clerk of Gila County Board

Date

Supervisor Drew John
Appointed to represent Graham County

Attest: Terry Cooper
Clerk of Graham County Board

Date

Supervisor David Gomez
Appointed to represent Greenlee County

Attest: Yvonne Pearson
Clerk of Greenlee County Board

Date

Supervisor Jason Whiting
Appointed to represent Navajo County

Attest: Melissa Buckley
Clerk of Navajo County Board

Date